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Counsel to the Debtors and
Debtors in Possession

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - X - - - - -

CIRCUIT CITY STORES, INC., X Adversary Proceeding
:
Plaintiff, : No: _____
:
v. :
:
SIRIUS XM RADIO INC., :
:
Defendant. :
- - - - - :
X

COMPLAINT

The debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"),¹ by and

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia,

through their undersigned counsel, for their Complaint against the above-captioned defendant, Sirius XM Radio Inc., (the "Defendant"), and, in support thereof, allege as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. §§ 157 and 1334.

2. This action is a core proceeding under 28 U.S.C. §§ 157(b)(2)(A), (B), (C), (E), and (O).

3. Venue of these cases and this adversary proceeding in this district is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

4. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

Inc. (2821), Circuit City Proper ties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), PRAHS, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and currently is 4951 Lake Brook Drive, Glen Allen, Virginia 23060.

6. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

7. On November 12, 2008, the Court appointed Kurtzman Carson Consultants LLC ("KCC") as claims, noticing and balloting agent for the Debtors in these chapter 11 cases pursuant to 28 U.S.C. § 156(c).

8. On December 10, 2008, the Court entered that certain Order Pursuant to Bankruptcy Code Sections 105 and 502 and Bankruptcy Rules 2002, 3003(c)(3), and 9007 (I) Setting General Bar Date and Procedures for Filing Proofs of Claim; and (II) Approving Form and Manner of Notice Thereof (Docket No. 890) (the "Claims Bar Date Order").

9. Pursuant to the Claims Bar Date Order, the deadline for filing all "claims" (as defined in 11 U.S.C. § 105(5)) arising before November 10, 2008 against the Debtors by any non-governmental entity was 5:00 p.m. (Pacific) on January 30, 2009 (the "General Bar Date"). The deadline for governmental units to file claims that arose before November 10, 2009 was 5:00 p.m. (Pacific) on May 11, 2009 (the "Governmental Bar Date"). Pursuant to the Claims Bar Date

Order, this Court approved the form and manner of the claims bar date notice, which was attached as Exhibit A to the Claims Bar Date Order (the "Claims Bar Date Notice").

10. On December 17 and 19, 2008, KCC served a copy of the Claims Bar Date Notice on all parties who filed notices of appearance pursuant to Bankruptcy Rule 2002, all of the Debtors' scheduled creditors in these cases, the Debtors' equity holders, and certain other parties (Docket No. 1314). In addition, the Debtors published the Claims Bar Date Notice in The Wall Street Journal (Docket No. 1395) and The Richmond Times-Dispatch (Docket No. 1394).

11. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors remaining stores. As of March 8, 2009, the going out of business sales at the Debtors' remaining stores had been completed (the "Liquidation").

12. On May 15, 2009, the Court entered that certain Order Pursuant to Bankruptcy Code Sections 105 and 503 and

Bankruptcy Rules 2002 and 9007 (i) Setting Administrative Bar Date and Procedures For Filing and Objecting To Administrative Expense Request and (ii) Approving Form and Manner of Notice Thereof (Docket No. 3354) (the "Administrative Claims Bar Date Order").

13. Pursuant to the Administrative Claims Bar Date Order, the deadline for filing all Administrative Expense Requests (as defined in the Administrative Claims Bar Date Order) was 5:00 p.m. (Pacific) on June 30, 2009. Pursuant to the Administrative Claims Bar Date Order, this Court approved the form and manner of the claims bar date notice, which was attached as Exhibit A to the Administrative Claims Bar Date Order (the "Administrative Claims Bar Date Notice").

14. On May 15, 2009 KCC served a copy of the Administrative Claims Bar Date Notice on all parties who filed notices of appearance pursuant to Bankruptcy Rule 2002, all of the Debtors' scheduled creditors in these cases, the Debtors' equity holders, and certain other parties (Docket No. 3397). In addition, the Debtors published the Administrative Claims Bar Date Notice in the Financial Times (Docket No. 3970), The Richmond Times-

Dispatch (Docket No. 3969), and The Wall Street Journal (Docket No. 3968).

15. By the General Bar Date, the Defendant did not file a proof of claim with KCC or with the clerk's office of the Court.

16. On June 30, 2009, the Defendant filed an administrative expense claim asserting an unliquidated administrative claim against the Debtors ("Claim No. 14088").

PARTIES

17. Prior to the Liquidation, the Debtors were a leading specialty retailer of consumer electronics and operated large nationwide electronics stores that sold, among other things, televisions, home theatre systems, computers, camcorders, furniture, software, imaging and telecommunications products, and other audio and video electronics.

18. Defendant is a Delaware corporation with its principal place of business in New York, New York.

19. Defendant is the successor by merger of XM Satellite Radio Inc. ("XM") and Sirius Satellite Radio Inc. ("Sirius").

FACTS

20. On April 1, 2007, the Debtors and XM entered into that certain XM Sales and Marketing Agreement (the "XM Contract"). A true and correct copy of the XM Contract is attached hereto as Exhibit A.

21. On May 29, 2008, the Debtors and Sirius entered into that certain Retail Distribution Agreement (the "Sirius Contract"). A true and correct copy of the Sirius Contract is attached hereto as Exhibit B.

22. In addition, prepetition and postpetition, the Debtors and Defendant entered into other agreements for the advertisement, marketing, of products and services of the Defendant and certain other third party vendors (collectively with the XM Contract and the Sirius Contract, the "Sirius XM Contracts"). Pursuant to the Sirius XM Contracts, the Debtors displayed, marketed, advertised, and sold satellite radios and related products, and marketed and sold the activation of the satellite radios, to the Debtors' customers at its stores and on its websites. See Sirius Contract, §§ 3-4 , XM Contract, §§ 3-4.

23. Pursuant to the Sirius XM Contracts, the Defendant was obligated to remit to the Debtors the following, and the

Debtors were entitled to payment from the Defendant for the following:

- (a) Activation commissions for activating the satellite radios with service contracts (see Sirius Contract, § 5, Ex. C, XM Contract, § 7, Ex. C);
- (b) Residual payments for reactivations of the service contracts (see Sirius Contract, § 5, Ex. C, XM Contract, § 7, Ex. C); and
- (c) Receivables for the marketing, advertising, and sale of the satellite radio services of the Defendant and the marketing, advertising, and sale of certain products of certain third party vendors (see Sirius Contract, § 5, XM Contract, § 7.

24. Prepetition and postpetition through the Liquidation, the Debtors performed these services, and demanded payment. To date, the Defendant is indebted to the Debtors for the following amounts:

Sirius	
Prepetition Radio Activation Commission	\$42,299.25
Postpetition Radio Activation Commission	\$553,848.00

Postpetition Radio Residual	\$2,133,610.91
Prepetition Vendor Receivables - Advertising and Marketing	\$272,970.00
Postpetition Vendor Receivables - Advertising and Marketing	\$0.00
	<hr/>
	\$3,002,728.16
	<hr/>
<u>XM</u>	
Prepetition Radio Activation Commission	\$24,912.00
Postpetition Radio Activation Commission	\$1,671,215.00
Postpetition Radio Residual	\$559,681.98
Prepetition Vendor Receivables - Advertising and Marketing	\$614,812.84
Postpetition Vendor Receivables - Advertising and Marketing	\$1,232,519.01
	<hr/>
	\$4,103,140.83
	<hr/>
<u>TOTAL</u>	\$7,105,868.99
	<hr/>
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collectively, the "Unpaid Obligations").

25. On June 11, 2009, the Debtors sent a demand letter to the Defendant for the Unpaid Obligations (the "Demand Letter"). A copy of the Demand Letter is attached hereto as Exhibit C and is incorporated herein by reference.

26. To date, Defendant has failed to pay the Debtors the Unpaid Obligations.

27. The Defendant's failure to pay the Unpaid Obligations is a material breach under the Sirius XM Contracts.

COUNT I

(BREACH OF CONTRACT)

28. The Debtors hereby incorporate by reference the allegations set forth in paragraphs 1 through 27 of this Complaint as if fully restated here.

29. Pursuant to the Sirius XM Contracts, Defendant agreed to pay to the Debtors the Unpaid Obligations.

30. The Sirius XM Contracts are valid and enforceable contracts.

31. Defendant's failure to compensate the Debtors for the Unpaid Obligations in the amount of \$7,105,868.99 constitutes a material breach of Defendant's obligations under the Sirius XM Contracts.

32. Pursuant to Sirius XM Contracts, the Debtors are further entitled to reasonable attorneys' fees and costs of litigation. See XM Contract, § 16.12.

33. As a direct and proximate result of Defendant's breaches, the Debtors have incurred damages in an amount not

less than the \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest.

34. Accordingly, the Debtors are entitled to a judgment against Defendant in an amount not less than the Unpaid Obligations of \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts.

COUNT II

(TURNOVER OF PROPERTY PURSUANT TO 11 U.S.C. § 542)

35. The Debtors hereby incorporate by reference the allegations set forth in paragraphs 1 through 27 of this Complaint as if fully restated here.

36. In the alternative to Count I, but without waiving any allegation contained therein, the Debtors make the following allegations in support of Count II.

37. Defendant is in possession, custody, and control of the Unpaid Obligations in an amount not less than the \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest.

38. The Unpaid Obligations constitute valid and existing debts, due and owing by Defendant to the Debtors.

39. The Unpaid Obligations are property of the Debtors' estate under section 541 of the Bankruptcy Code and

constitute debts that are matured, payable on demand, or payable on order.

40. Accordingly, pursuant to section 542 of the Bankruptcy Code, Defendant should be compelled to immediately turn over and deliver to the Debtors the Unpaid Obligations in an amount not less than \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts.

COUNT III

(UNJUST ENRICHMENT)

41. The Debtors hereby incorporate by reference the allegations set forth in paragraphs 1 through 27 of this Complaint as if fully restated here.

42. In the alternative to Counts I and II but without waiving any allegation contained therein, the Debtors make the following allegations in support of Count III.

43. The Debtors conferred a benefit upon Defendant by providing certain services on behalf of Defendant and at the Defendant's request to Defendant's customers and subscribers.

44. The Debtors' provision of services to the Defendant's customers and subscribers directly benefitted

the Defendant, and the Defendant has enjoyed the use and benefit of the Debtors' provision of services to the Defendant's customers and subscribers.

45. In providing such services to Defendant's customers and subscribers, the Debtors reasonably expected to be compensated by Defendant in an amount not less than \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts.

46. The Defendant's benefit and use of the Debtors' rendered services to its customers and subscribers without just compensation to the Debtors has unjustly enriched the Defendant in an amount not less than \$7,105,868.99.

47. The Debtors have no adequate remedy at law to recover the Unpaid Obligations.

48. Accordingly, as a result of Defendant's unjust enrichment at the Debtors' expense, the Debtors are entitled to restitution from the Defendant in an amount not less than \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts.

COUNT IV

(DISALLOWANCE OF CLAIMS PURSUANT TO 11 U.S.C. § 502(d))

49. The Debtors hereby incorporate by reference the allegations set forth in paragraphs 1 through 48 of this Complaint as if fully restated here.

50. Section 502(d) of the Bankruptcy Code requires the disallowance of "any claim of any entity from which property is recoverable under section 542 . . . of this title . . . , unless such entity or transferee has paid the amount, or turned over any such property, for which such entity or transferee is liable under section . . . 542 . . . of this title."

51. Pursuant to section 502(d) of the Bankruptcy Code, any claims, including Claim No. 14088, held by Defendant against the Debtors' bankruptcy estates must be disallowed unless and until Defendant pays to the Debtors the Unpaid Obligations of not less than \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts.

PRAYER FOR RELIEF

WHEREFORE, the Debtors respectfully pray that the Court:

- i. On Count I, enter judgment against Defendant for breach of contract and award the Debtors damages in an amount not less than the \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts; or, in the alternative;
- ii. On Count II, order Defendant to turn over and deliver to the Debtors the Unpaid Obligations in an amount not less than \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts; or, in the alternative;
- iii. On Count III, enter judgment against the Defendant for unjust enrichment and award the Debtors restitution on account of the Defendant's unjust enrichment in an amount not less than \$7,105,868.99, plus costs, expenses, attorneys' fees, and interest at the higher of the legal rate or the rate set forth in the Sirius XM Contracts;
- iv. On Count IV, enter an Order pursuant to 11 U.S.C. § 502(d) disallowing any claim of Defendant against the Debtors' bankruptcy estates, including

Claim No. 14088, unless and until Defendant pays to the Debtors the amount of any and all judgments granted to the Debtors against Defendant in this adversary proceeding; and

- v. Grant the Debtors such other and further relief the Court deems just and appropriate.

Dated: Richmond, Virginia McGUIREWOODS LLP
August 24, 2009

/s/ Douglas M. Foley
Douglas M. Foley (VSB No. 34364)
Bryan A. Fratkin (VSB No. 38933)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for Debtors and Debtors
in Possession

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EXHIBIT A

XM Sales and Marketing Agreement between the Debtors and XM
Satellite Radio Inc. dated April 1, 2007.

[TO BE FILED UNDER SEAL]

EXHIBIT B

Retail Distribution Agreement between the Debtors and
Sirius Satellite Radio Inc. dated May 29, 2008.

[TO BE FILED UNDER SEAL]

Exhibit C

June 11, 2009

Via Overnight Delivery

Patrick L. Donnelly
Executive Vice President & General Counsel
Sirius XM Radio, Inc.
1221 Avenue of the Americas
New York, New York 10020

RE: *In re Circuit City Stores, Inc., et al.*, Ch. 11
Case No. 08-35653 (KRH) (Bankr. E.D. Va. 2008)

Dear Mr. Donnelly:

Please be advised that this firm serves as general bankruptcy counsel to Circuit City Stores, Inc. ("Circuit City") and certain of its subsidiaries, debtors and debtors in possession (collectively, the "Debtors") in the above-referenced chapter 11 bankruptcy cases pending before the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court").

The Debtors' books and records show that \$7,148,875.10 remains due and outstanding from Sirius XM Radio, Inc. ("Sirius XM") to the Debtors' bankruptcy estates.

The Debtors initially demanded payment of these amounts by letter dated April 14, 2009. A copy of the original demand letter is attached hereto as Exhibit A, which original demand letter provides additional details regarding the basis for the amounts due and outstanding. As of this date, the Debtors have not received payment of any portion of the due and outstanding amounts from Sirius XM.

Accounts receivable constitute property of the Debtors' bankruptcy estates. See In re Bay Vista of Virginia, Inc., 394 B.R. 820, 836 (Bankr. E.D. Va. 2008). As Sirius XM has failed to remit payment to the Debtors with regard to the amounts due and outstanding, Sirius XM is in unlawful possession of property of the Debtors' bankruptcy estates. Moreover, the Debtors have demanded that Sirius XM immediately turn over such property to the Debtors, but Sirius XM has ignored the Debtors' demands. This knowing and willful failure to turn over the Debtors' property may constitute, among other things, a violation of the automatic stay pursuant

June 11, 2009

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to section 362(a) of title 11, United States Code (the "Bankruptcy Code"). See In re Mountaineer Coal Co., Inc., 247 B.R. 633, 642 (Bankr. W.D. Va. 2000).

This letter is a final demand for payment. If the Debtors do not receive Sirius XM's payment of \$7,148,875.10 within ten (10) days after the date of this letter, the Debtors may be compelled to commence an adversary proceeding against Sirius XM in the Bankruptcy Court to recover the property, together with damages, including punitive damages, as well as costs, expenses, and attorneys' fees, for violations of the Bankruptcy Code. Such a proceeding would require Sirius XM or its lawyer to respond and appear in the Bankruptcy Court.

I am available to discuss this matter with you or, if you have retained outside counsel, your counsel.

Very truly yours,



Daniel F. Blanks

cc: Eugena Johnson (by email)
Zack Kovolenko (by email)
Ken Rohrer (by email)



Tuesday, April 14, 2009

XM/SIRIUS

Re: Demand for Payment

Dear Sir or Madam:

As you no doubt know by now, on November 10, 2008 Circuit City Stores, Inc. and certain of its subsidiaries (collectively, "Circuit City") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Eastern District of Virginia, Richmond Division. As part of liquidation and wind down of Circuit City under its chapter 11 cases, we have completed a review of amounts unpaid by your company to Circuit City, as evidenced by the attached. Based on this information, the total amount due and outstanding from your company to Circuit City is listed below:

Total Due: \$7,148,875.10

By this letter, we hereby make demand for payment of the unpaid balance immediately. If we do not receive payment within the next two weeks it is our intent to refer the matter to our counsel to pursue payment in the Bankruptcy Court in Richmond, Virginia.

Wire Instructions:

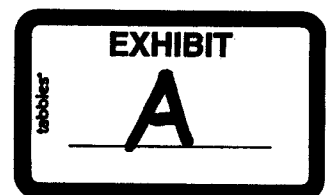
Account Name: ☐ Circuit City Stores, Inc.
ABA/Routing #: ☐ 051400549
Account #: ☐ 2055275431509
Bank: ☐ Wachovia Bank
☐ 10401 Deerwood Park Blvd, Building 1
☐ Jacksonville, FL 32256

Sincerely,

Heather Ferguson
Circuit City Accounting Department
(804) 486-3977
Heather_Ferguson@ccswinddown.com

cc: ☐ ☐ Daniel W. Ramsey, Esq.

LTRDMD01



Accounts Receivable Detail

Vendor No	Vendor Name	Receivable Type	Type	Tran Code	Key Rec No	Ref No	Description	Receivable	Status
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0320366	89521	89521DV#70201	\$336.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0332900	95641	95641CV#70201	\$483.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333989	95633	95633CV#70201	\$810.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0332913	96530	96530CV#70201	\$1,417.50	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333993	95642	95642CV#70201	\$2,681.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0332889	93995	93995CV#70201	\$2,807.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336707	97548	97548CV#70201	\$10,833.33	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333986	94179	94179CV#70201	\$15,505.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336698	96948	96948CV#70201	\$20,828.67	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336708	97550	97550CV#70201	\$20,828.67	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0332894	94907	94907CV#70201	\$26,306.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0320389	90912	90912DV#70201	\$30,310.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0330421	93963	93963CV#70201	\$40,000.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0330215	93058	93058CV#70201	\$50,000.00	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0332888	93990	93990CV#70201	\$91,666.67	PRE
0000070201	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0330086	93059	93059CV#70201	\$300,000.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	ADJ	0307862	CK156	V70202 78200,76717, 76718	(\$220,770.00)	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	ADJ	0320774	CK165	OP77073 V70202	(\$720.00)	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	ADJ	0317315	CK 16	V70202 OVER PAY CB 87724	(\$50.00)	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0332883	92921	92921CV#70202	\$320.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0332892	94363	94363CV#70202	\$480.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0332891	94362	94362CV#70202	\$2,330.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0332885	92923	92923CV#70202	\$2,360.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0332884	92922	92922CV#70202	\$13,010.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0332882	92920	92920CV#70202	\$18,850.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0328525	93055	93055CV#70202	\$19,740.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0330084	92918	92918CV#70202	\$25,000.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0290783	76718	76718MV#70202	\$41,300.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0330085	92919	92919CV#70202	\$50,000.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0302655	82045	82045DV#70202	\$52,290.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0331249	95743	95743DV#70202	\$75,330.00	PRE
0000070202	SIRIUS SATELLITE RADIO	Chargebacks VF	AA	AA	0290782	76717	76717MV#70202	\$193,500.00	PRE
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335462	98282	98282CV#71216	\$175.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333991	95635	95635CV#71216	\$460.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333992	95636	95636CV#71216	\$530.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333990	95634	95634CV#71216	\$600.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335465	98292	98292CV#71216	\$720.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335463	98283	98283CV#71216	\$763.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336777	98281	98281CV#71216	\$889.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335464	98291	98291CV#71216	\$940.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333995	95644	95644CV#71216	\$1,015.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0334430	95637	95637CV#71216	\$1,020.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333994	95643	95643CV#71216	\$1,561.00	POST

0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0334431	95638	95638CV#71216	\$1,680.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336778	98289	98289CV#71216	\$2,080.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0334432	95646	95646CV#71216	\$3,549.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0334433	95647	95647CV#71216	\$6,293.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336752	95648	95648CV#71216	\$13,797.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336761	96949	96949CV#71216	\$14,166.67	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335327	95649	95649CV#71216	\$14,539.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336751	95639	95639CV#71216	\$19,620.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336767	97545	97545CV#71216	\$23,584.67	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0336760	96947	96947CV#71216	\$23,584.67	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335326	95640	95640CV#71216	\$29,180.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335770	98573	98573CV#71216	\$29,596.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0333996	95645	95645CV#71216	\$34,916.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335771	98575	98575CV#71216	\$72,760.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335458	93991	93991CV#71216	\$372,000.00	POST
0000071216	XM SATELLITE RADIO	Chargebacks VF	AA	AA	0335459	93993	93993CV#71216	\$562,500.00	POST

Total Receivable: \$2,120,301.85

Provider / Manufacturer Warranty Recetable Balance Summary

Sirius

post	\$2,750,147.00	Provider Activations
pre	\$42,299.25	Provider Activations

XM

post	\$2,211,215.00	Provider Activations
pre	\$24,912.00	Provider Activations

Grand Total	\$5,028,573.25	
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